

FINO FINANCE PRIVATE LIMITED

(Formerly Intrepid Finance and Leasing Private Limited)

Registered Office : SK Elite, 5th Floor, Plot No. D-404 and D-405 TTC Industrial Area, MIDC Turbhe, Navi Mumbai, - 400705

Corporate Identity Number : U65921MH1994PTC216496

Name of the policy : Code of practices and procedures for Fair Disclosure of Undisclosed Price Sensitive Information

Effective date of the policy : 1st April, 2019

Release Date/Review Date : 30th March, 2019

FINO FINANCE PRIVATE LIMITED

Code of practices and procedures for Fair Disclosure of Undisclosed Price Sensitive Information

1. This Code shall come in to force with effect from 1st April, 2019.

2. Definitions:

For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

- i. **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- ii. **“Code” or “this Code”** shall mean this Code of Conduct for Prevention of Insider Trading in Securities of Fino Finance Private Limited, as amended from time to time.
- iii. **“Company” or “the Company”** means Fino Finance Private Limited;
- iv. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the stock exchanges. “Generally Available” with respect to information shall be construed accordingly;
- v. **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- vi. **“Unpublished Price Sensitive Information”** means any information, relating to the Company or Securities of the Company listed or proposed to be listed, directly or



indirectly, that is not generally available and, which upon becoming generally available is likely to materially affect the price of the Securities of the Company and shall, ordinarily include but shall not be restricted to, information relating to the following:

- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - e. changes in key managerial personnel.
- vii. Other terms not specifically defined here shall have the same meaning as assigned to them under the 'Code of Conduct for Prevention of Insider Trading in Securities of Fino Finance Private Limited' and 'the Insider Trading Regulations.'

The provisions of this Code have to be read alongwith the Insider Trading Regulations and if there is any inconsistency/ contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

3. Purpose of the Code

This Code has been formulated to ensure prompt, timely and adequate disclosure of UPSI in consonance with the principles of Fair Disclosure as specified in the Insider Trading Regulations.

4. Principles of Fair Disclosure

The Company shall ensure:

- 4.1 Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes in to being in order to make such information generally available.
- 4.2 Uniform and universal dissemination of UPSI to avoid selective disclosure.
- 4.3 Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 4.4 Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 4.5 Information shared with analysts and research personnel is not UPSI.



4.6 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relation conferences on the Company's web site www.finofinance.in to ensure official confirmation and documentation of disclosures made. Details of concall and concall transcript with analysts and investor relations conferences will be made available on the Company's web site.

4.7 Handling of all UPSI on a need-to-know basis.

5. Prompt Disclosure of UPSI

5.1 Material information that could impact price discovery shall be given by the Company to Stock Exchange(s) and disseminated on a continuous and immediate basis.

5.2 The Company may also consider ways of supplementing information released to Stock Exchange(s) by improving investor access to their public announcements.

5.3 Speculative disclosures or selective disclosures that could have an adverse impact on the market and the price discovery process shall be avoided.

6. Overseeing and Coordinating Disclosure

6.1 The Company Secretary would be the Chief Investor Relations Officer of the Company for the purpose of this Code and the Insider Trading Regulations. The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of UPSI.

6.2 The Chief Investor Relations Officer would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Insider Trading Regulations so as to avoid selective disclosure.

6.3 The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of UPSI to the Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

6.4 Disclosure / dissemination of UPSI may normally be approved in advance by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director / Whole-time Director / the Chief Financial Officer of the Company, before dissemination of such information.



6.5 If information is accidentally disclosed without prior approval, the person responsible may inform the Chief Investor Relations Officer immediately.

The Chief Investor Relations Officer will then promptly disseminate the information so as to make such information generally available.

7. Responding to market rumours

7.1 The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by Exchange(s).

7.2 The Chief Investor Relations Officer shall be responsible for deciding whether public announcement is necessary for verifying or denying rumours and then making the disclosure. He may consult the Managing Director / Whole-time Director / the Chief Financial Officer of the Company in this regard and thereafter make appropriate disclosures.

8. Disclosure / dissemination of UPSI with special reference to Analysts, Research Personnel and Institutional Investors

No person, except when authorized by Chief Investor Relations Officer, shall disclose any information relating to the Company's Securities to analysts, research personnel and Institutional Investors.

All Directors and Employees of the Company should follow the guidelines given hereunder while dealing with analysts, research personnel and Institutional Investors:

(i) Only Public information to be provided.

The Company shall provide only Public information to the analysts / research persons / large investors like institutions. Alternatively, the information given to the analysts should be made public at the earliest.

(ii) Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives be present at meetings with analysts, brokers or Institutional investors and discussion should preferably be recorded.

(iii) Handling of unanticipated questions

The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be



taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

(iv) Simultaneous release of Information

When a Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analysts' meets.

9. Medium of disclosure / dissemination

- (i) Disclosure / dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- (ii) The Company shall ensure that disclosure to Stock Exchanges is made promptly.
- (iii) The Company may also facilitate disclosure through the use of its official website viz. www.finofinance.in.
- (iv) The Company website may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- (v) The information filed by the Company with Exchange(s) under continuous disclosure requirements may be made available on the Company's website.

The Company will also promptly intimate any amendment to this Code to the Stock Exchanges where the Company's Securities are listed, as required under the Insider Trading Regulations.



FINO FINANCE PRIVATE LIMITED**(Formerly Intrepid Finance and Leasing Private Limited)**

Registered Office : SK Elite, 5th Floor, Plot No. D-404 and D-405 TTC Industrial Area, MIDC Turbhe, Navi Mumbai, - 400705

Corporate Identity Number : U65921MH1994PTC216496

Name of the policy : Policy for Determination of Legitimate Purposes

Effective date of the policy : 1st April, 2019

Release Date/Review Date : 30th March, 2019

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES
[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. Preface

This Policy, as a part of "Codes of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. Objective

The objective of this Policy is to identify "Legitimate Purposes" for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procurement of Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. Definition

a) "**Legitimate Purposes**" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following persons, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters & Member of the Promoter Group of the Company.
2. Auditors (Statutory, Internal, Branch, Secretarial, and any other Auditor as applicable).



3. Staff Members of the Audit firm /team conducting the Audit.
4. Collaborators.
5. Lenders.
6. Customers.
7. Suppliers.
8. Bankers.
9. Legal Advisors.
10. Insolvency Professionals.
11. Advisors, Consultants.
12. Any other person with whom UPSI is shared.

b) **"Insider"** - Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations;

c) **"Unpublished Price Sensitive Information"** (UPSI) shall have same meaning as defined in Codes of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

4. Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

5. Restriction on Communication and Trading by Insiders

The Board of Directors shall require the parties to execute Non-Disclosure Agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of UPSI.



6. Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

